

Crestwood Midstream Partners LP
 Form 4
 October 02, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Crestwood Equity Partners LP

2. Issuer Name and Ticker or Trading Symbol
 Crestwood Midstream Partners LP
 [CMLP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

700 LOUISIANA STREET, SUITE 2550

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Units | 09/30/2015 | | D ⁽¹⁾⁽²⁾⁽³⁾ | | 18,339,314 | D | See footnotes (4) (6) |
| Common Units | 09/30/2015 | | D ⁽¹⁾⁽²⁾⁽³⁾ | | 2,497,071 | D | See footnotes (4) (6) |
| Common Units | 09/30/2015 | | D ⁽¹⁾⁽²⁾⁽³⁾ | | 2,210,604 | D | See footnote (5) |
| Common | | | | | 7,137,841 | I | See |

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| | | |
|-----------------|--------------|---------------------------------|
| Units | (8) | footnotes (4) (6) (7) |
| Common Units | 21,597 (8) I | See footnotes (4) (6) (7) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|---|--|---|---|--------------------------------------|--|--|---|---|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Crestwood Equity Partners LP 700 LOUISIANA STREET, SUITE 2550 HOUSTON, TX 77002 | | X | | |
| Crestwood Equity GP LLC 700 LOUISIANA STREET, SUITE 2550 HOUSTON, TX 77002 | | X | | |
| CRESTWOOD HOLDINGS LP 700 LOUISIANA STREET, SUITE 2550 HOUSTON, TX 77002 | | X | | |
| Crestwood Gas Services GP LLC 700 LOUISIANA STREET, SUITE 2550 HOUSTON, TX 77002 | | X | | |

Signatures

| | |
|--|------------|
| CRESTWOOD EQUITY PARTNERS LP, By: Crestwood Equity GP LLC, its general partner, By: /s/ Joel C. Lambert, Name: Joel C. Lambert, Title: Senior Vice President | 09/30/2015 |
| __Signature of Reporting Person | Date |
| CRESTWOOD EQUITY GP LLC, By: /s/ Joel C. Lambert, Name: Joel C. Lambert, Title: Senior Vice President | 09/30/2015 |
| __Signature of Reporting Person | Date |
| CRESTWOOD HOLDINGS LP, By: Crestwood Holdings LLC, its general partner, By: /s/ Joel C. Lambert, Name: Joel C. Lambert, Title: Senior Vice President | 09/30/2015 |
| __Signature of Reporting Person | Date |
| CRESTWOOD GAS SERVICES GP, LLC, By: /s/ Joel C. Lambert, Name: Joel C. Lambert, Title: Senior Vice President | 09/30/2015 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On September 30, 2015, the unitholders of Crestwood Midstream Partners LP (the "Issuer") approved the Agreement and Plan of Merger (the "Merger Agreement") by and among Crestwood Equity Partners LP ("CEQP"), Crestwood Equity GP LLC ("Equity GP"), CEQP ST SUB LLC ("MergerCo"), MGP GP, LLC ("MGP GP"), Crestwood Midstream Holdings LP ("Midstream Holdings"), the Issuer, Crestwood Midstream GP LLC ("Midstream GP") and Crestwood Gas Services GP LLC ("CMLP GP"). The merger pursuant to the Merger Agreement (the "Merger") was consummated on September 30, 2015, and MergerCo, MGP GP and Midstream Holdings merged with and into the Issuer and the Issuer survived and continued to exist as a Delaware limited partnership.
- (2) (Continued from footnote 1) As a result of the Merger, on September 30, 2015, (i) each common unit of the Issuer (the "Common Units") issued and outstanding immediately prior to the effective time of the Merger (other Common Units held by CEQP, CMLP GP or their respective subsidiaries, if any) was converted into the right to receive 2.7500 common units of CEQP and (ii) each preferred unit of the Issuer issued and outstanding immediately prior to the effective time of the Merger (other than preferred units of the Issuer held by CEQP or its subsidiaries, if any) was converted into the right to receive 2.7500 preferred units of CEQP.
- (3) (Continued from footnote 2) Further, immediately following the effective time of the Merger, CEQP contributed 100% of the equity interests of Crestwood Operations LLC to the Issuer in exchange for additional limited partner interests in the Issuer, such that following the Merger and the related transactions provided for in the Merger Agreement, Midstream GP became a direct, wholly-owned subsidiary of CEQP and continues to be the sole general partner of the Issuer. CEQP and CMLP GP now own a 99.9% limited partner interest and a 0.1% limited partner interest, respectively, in the Issuer, as the surviving entity of the Merger. Following consummation of the Merger, the Common Units will be delisted from the New York Stock Exchange and deregistered pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934.
- (4) Prior to the Merger, Crestwood Gas Services Holdings LLC ("Gas Services Holdings") directly held 18,339,314 Common Units, Crestwood Holdings LLC ("Crestwood Holdings") directly held 2,497,071 Common Units, CMLP GP directly held 21,597 Common Units and CEQP directly held 7,137,841 Common Units.
- (5) These units were held directly by KA First Reserve, LLC ("KA First Reserve") and were converted into the right to receive 2.7500 common units of CEQP for each Common Unit upon consummation of the Merger. FR Midstream Holdings LLC ("FR Midstream Holdings") owns a majority of the membership interests in KA First Reserve and controls the board of managers of KA First Reserve.
- (6) Gas Services Holdings' sole member is Crestwood Holdings, whose sole member is Crestwood Holdings II LLC ("Holdings II"), whose sole member is Crestwood Holdings Partners, LLC, whose controlling member is FR XI CMP Holdings LLC, whose sole member is FR Midstream Holdings, whose manager is First Reserve GP XI, L.P., whose general partner is First Reserve GP XI, Inc. ("FR GP Inc."). William E. Macaulay is a director of FR GP Inc. and has the right to appoint a majority of the board of directors of FR GP Inc.
- (7) Following the consummation of the Merger, CMLP GP's sole member is Midstream GP, whose sole member is CEQP. The general partner of CEQP is Equity GP. The sole member of Equity GP is Crestwood Holdings LP ("Holdings LP"). Gas Services Holdings and Crestwood Holdings together own all of the limited and general partnership interests of Holdings LP.
- (8) Following the consummation of the Merger, the Issuer is wholly-owned by CEQP and CMLP GP. Because the registration of the Common Units will be terminated, the Common Units will no longer be subject to reporting under Section 16 of the Securities

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Exchange Act of 1934.

Remarks:

The Reporting Persons disclaim beneficial ownership of the securities reported on this Form 4 except to the extent of their pec

Due to the limitation on the number of reporting persons that may file on a single Form 4, certain of the reporting persons are 1

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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